

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: LINWOOD PRESERVATION HOUSING DEVELOPMENT FUND COMPANY, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

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FILER:

STEVEN J. WEISS, ESQ.  
CANNON HEYMAN & WEISS, LLP  
54 STATE STREET, 5TH FLOOR  
ALBANY, NY 12207

EXIST DATE

06/18/2013

ADDRESS FOR PROCESS:

THE CORPORATION  
4845 TRANSIT ROAD  
DEPEW, NY 14043

REGISTERED AGENT:



SERVICE COMPANY: CANNON HEYMAN & WEISS, LLP

SERVICE CODE: HN

FEEs	145.00
FILING	75.00
TAX	0.00
CERT	0.00
COPIES	20.00
HANDLING	50.00

PAYMENTS	145.00
CASH	0.00
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DOS-1025 (04/2007)

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on June  
18, 2013.

A handwritten signature in dark ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

130618000319

CERTIFICATE OF INCORPORATION  
OF  
LINWOOD PRESERVATION HOUSING DEVELOPMENT FUND COMPANY, INC.

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Pursuant to Article XI of the Private Housing Finance Law  
and Section 402 of the Not-For-Profit Corporation Law

We, the undersigned, for the purpose of forming a corporation pursuant to Article XI of the Private Housing Finance Law and the Not-For-Profit Corporation Law of the State of New York, hereby certify as follows:

I

The name of the corporation is Linwood Preservation Housing Development Fund Company, Inc., and is hereinafter referred to in this Certificate as the "Corporation".

II

The Corporation has been organized exclusively for the charitable purpose of providing housing accommodations for persons and families of low income, as defined in Section 2 of the Private Housing Finance Law, which housing accommodations shall be situated along or near the addresses as listed on SCHEDULE A attached, County of Erie, State of New York.

The Corporation, in furtherance of its purposes, shall have all of the powers enumerated in Section 202 of the Not-For-Profit Corporation Law and is empowered to do and perform all acts necessary to accomplish the foregoing purposes, including but not limited to, the execution of a regulatory agreement with a funding agency or any agency or instrumentality thereof, and such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing.

This Certificate of Incorporation may not be altered or amended without the consent of the State Commissioner of Housing and Community Renewal and funding agency, if any.

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law. The Corporation is a Type D corporation under Section 201 of the Not-For-Profit Corporation Law.

Notwithstanding any other provisions of this Certificate, the Corporation is organized exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to animals or children, as specified in Section 501(c)(3) of the Internal Revenue Code of

1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax law.

The Corporation is not organized for pecuniary profit or financial gain. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the net income, net earnings or assets of the Corporation shall inure to the benefit or profit of any private shareholder, firm, corporation, association or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no private shareholder, firm, corporation, association or individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code). No part of the activities of the Corporation shall be the participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or against any candidate for public office.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.

### III

In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property, after the payment of the necessary expenses thereof, shall not be conveyed or distributed to any individual or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes and engaged in activities substantially similar to those of the Corporation, and which shall qualify as an organization exempt from Federal income taxes under Section 501(c)(3) of the Code; provided, however, that the Corporation shall at all times have the power to convey all of its property to the Federal Housing Commissioner or his nominee.

### IV

If the Corporation receives a temporary loan or advance from the Housing Development Fund or any municipal housing development fund, as established by, or pursuant to, Article Eleven of the Private Housing Finance Law, it shall be authorized to enter into an agreement with the Commissioner of Housing and Community Renewal of the State of New York or the supervising agency, as the case may be, providing for regulation with respect to rents, profits, dividends and disposition of property or franchises.

V

If the Corporation receives a temporary loan or advance from the Housing Development Fund or a municipal loan fund, as established by, or pursuant to Article Eleven of the Private Housing Finance Law, the Commissioner of Housing and Community Renewal of the State of New York or the supervising agency, as the case may be, shall have the power, if, in his or its discretion, he or it determines either that such temporary loan or advance is in jeopardy of not being repaid, or that the proposed housing project for which such temporary loan or advance was made is in jeopardy of not being constructed, to appoint to the board of directors of the Corporation a number of new directors, which number shall be sufficient to constitute a majority of such board, notwithstanding any other provisions of this Certificate or any other provision of law.

VI

If the Corporation receives a payment, grant or loan from the Housing Trust Fund Corporation, the Housing Trust Fund Corporation shall have the power if, in its discretion, it determines either that any such payment, grant or loan is in jeopardy of not being repaid, or that the proposed housing project is in jeopardy of not being constructed or of not being operated in compliance with the payment, grant or loan, to appoint to the board of directors of the Corporation a number of new directors, which number shall be sufficient to constitute a majority of such board, notwithstanding any other provision of this Certificate of Incorporation. The project shall be the sole asset and business purpose of the Company.

VII

Nothing contained in the Certificate of Incorporation shall authorize the Corporation to undertake or carry out any of the activities specified in Section 404 of the Not-For-Profit Corporation Law.

VIII

The office of the Corporation is located in the County of Erie and the State of New York.

IX

By-Laws of the Corporation may be adopted by the directors of the Corporation at any regular meeting or at any special meeting called for that purpose, so long as such by-laws are not inconsistent with the provisions of this Certificate of Incorporation or Article XI of the Private Housing Finance Law.

X

The number of directors of the Corporation shall be not less than three (3) nor more than eleven (11). The exact number of directors and their respective voting powers shall be set forth in the bylaws.

XI

The names and addresses of the directors of the Corporation until the first annual meeting are:

<u>Name</u>	<u>Address</u>
Brett J. Fitzpatrick	4845 Transit Road Depew, New York 14043
Robert Morgan	1170 Pittsford-Victor Road Pittsford, New York 14534
Aaron Siegel	152 Fordham Drive Buffalo, New York 14216

XII

The subscribers to this Certificate of Incorporation are of full age and citizens of the United States. At least one of the persons named as a director of the Corporation is a citizen of the United States and a resident of the State of New York.

XIII


The Corporation hereby designates the Secretary of State as its agent upon whom process may be served. The post office address of the Corporation to which the Secretary of State shall mail a copy of any process served upon him is; Linwood Preservation Housing Development Fund Company, Inc., 4845 Transit Road, Depew, New York 14043.

XIV

The duration of the Corporation shall be for a period of three (3) years from the date of filing of this Certificate of Incorporation with the offices of the Secretary of State.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate and affirmed it  
as true under penalties of perjury this 5<sup>th</sup> day of June, 2013.

[THIS DOCUMENT MAY BE SIGNED IN COUNTERPARTS]

  
\_\_\_\_\_  
Name: Brett J. Fitzpatrick  
Address: 4845 Transit Road  
Depew, NY 14043

\_\_\_\_\_  
Name: Robert Morgan  
Address: 1170 Pittsford-Victor Road  
Pittsford, NY 14534

\_\_\_\_\_  
Name: Aaron Siegel  
Address: 152 Fordham Drive  
Buffalo, NY 14216

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate and affirmed it  
as true under penalties of perjury this \_\_\_\_ day of \_\_\_\_\_, 2013.

[THIS DOCUMENT MAY BE SIGNED IN COUNTERPARTS]

\_\_\_\_\_  
Name: Brett J. Fitzpatrick  
Address: 4845 Transit Road  
Depew, NY 14043

\_\_\_\_\_  
Name: Robert Morgan  
Address: 1170 Pittsford-Victor Road  
Pittsford, NY 14534

\_\_\_\_\_  
Name: Aaron Siegel  
Address: 152 Fordham Drive  
Buffalo, NY 14216

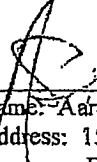


IN WITNESS WHEREOF, the undersigned have subscribed this Certificate and affirmed it  
as true under penalties of perjury this 3 day of JUNE, 2013.

[THIS DOCUMENT MAY BE SIGNED IN COUNTERPARTS]

\_\_\_\_\_  
Name: Brett J. Fitzpatrick  
Address: 4845 Transit Road  
Depew, NY 14043

\_\_\_\_\_  
Name: Robert Morgan  
Address: 1170 Pittsford-Victor Road  
Pittsford, NY 14534

  
\_\_\_\_\_  
Name: Aaron Siegel  
Address: 152 Fordham Drive  
Buffalo, NY 14216

Andrew M. Cuomo  
Governor



Darryl C. Towns  
Commissioner

New York State Division of Housing and Community Renewal  
Hampton Plaza  
38-40 State Street  
Albany, NY 12207

**CONSENT TO INCORPORATE BY THE COMMISSIONER  
OF HOUSING AND COMMUNITY RENEWAL**

I, Sean Fitzgerald, Assistant Commissioner of Housing and Community Renewal of the State of New York, do this 13th day of June, 2013 pursuant to Article Eleven of the Private Housing Finance Law of the State of New York, hereby certify that I consent to the filing of the foregoing Certificate of Incorporation of Linwood Preservation Housing Development Fund Company, Inc. with the Secretary of State of the State of New York.

  
\_\_\_\_\_  
ASSISTANT COMMISSIONER

13061800039

**CERTIFICATE OF INCORPORATION**

**OF**

**LINWOOD PRESERVATION HOUSING DEVELOPMENT FUND COMPANY, INC.**

**Pursuant to Article XI of the Private Housing Finance Law  
and Section 402 of the Not-For-Profit Corporation Law**

RECEIVED

2013 JUN 17 PM 4:54

2013 JUN 18 AM 11:34

FILED

HN - CANNON HEYMAN & WEISS, LLP

CANNON HEYMAN & WEISS, LLP

54 STATE STREET

5<sup>TH</sup> FLOOR

ALBANY, NEW YORK 12207

Steven J. Weiss, Esq.

200  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 18 2013

TAX \$ \_\_\_\_\_

BY: mc

Eric

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